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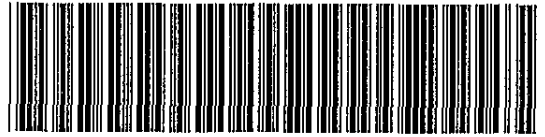
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ACCOUNT NO. : 072100000032

REFERENCE : 011035 81624A

AUTHORIZATION :

*Patricia Pizit*

COST LIMIT : \$ 78.75

ORDER DATE : April 9, 2003

ORDER TIME : 10:55 AM

ORDER NO. : 011035-005

CUSTOMER NO: 81624A

CUSTOMER: Ms. Ellie Garcia  
J. Patrick Fitzgerald, Pa

Suite 3-b  
110 Merrick Way  
Coral Gables, FL 33134

DOMESTIC FILING

NAME: STELLA MARIS SEAMEN CENTER,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 1155

EXAMINER'S INITIALS: \_\_\_\_\_

FILED

ARTICLES OF INCORPORATION  
OF  
STELLA MARIS SEAMEN CENTER, INC.,  
a Florida not for profit corporation

03 APR -9 AM 9:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a corporation for charitable purposes under the provisions of Chapter 617 of the Florida Statutes do agree to the following:

ARTICLE I  
NAME

The name of the corporation shall be: Stella Maris Seamen Center, Inc., and its address is 9401 Biscayne Boulevard, Miami Shores, Florida 33138.

ARTICLE II  
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III  
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on the date of filing these Articles with the Secretary of the State.

ARTICLE IV  
PURPOSES

The corporation is organized as a not for profit organization exclusively for religious purposes. The specific purposes of the corporation are:

A. To provide ministerial services to all seamen visiting the Port of Miami, Florida;

B. To establish, receive and maintain a fund or funds for the operational support of the Archdiocese of Miami; to that end, to take and receive by gift, grant, bequest, devise or otherwise any and all property of and sort or nature, without limitation as to amount or value, and to manage, administer, invest, reinvest, and dispose of the same; to administer endowment funds; from time to time pay and apply the funds and property of the corporation, including the principal as well as income thereof, for the support of the Archdiocese of Miami;

C. Subject to the limitations and conditions contained in any gift, devise or bequest, to invest its funds in such mortgages, bonds, debentures, shares of preferred and common stock and

other securities and property as its directors shall deem advisable, and to that end to purchase, sell, mortgage, lease, pledge, encumber, assign and transfer the same;

D. To the extent permitted by law, to do everything necessary or proper for the carrying out of the foregoing purposes.

ARTICLE V  
QUALIFICATION OF MEMBER

The sole Member of this corporation shall be The Most Reverend John C. Favalora, as Archbishop of the Archdiocese of Miami, and his successors in office.

ARTICLE VI  
SUBSCRIBERS

The name and residence of the Incorporator to these Articles of Incorporation is:

The Most Reverend John C. Favalora  
Archbishop of the Archdiocese of Miami  
9401 Biscayne Boulevard  
Miami Shores, Florida 33138

ARTICLE VII  
OFFICERS

Section 1. The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, any additional Assistant Secretaries or Treasurers, and such other officers as may be provided in the Bylaws. A person may hold more than one office at one time.

Section 2. The names of the persons who shall serve as Officers of the corporation until the first meeting of the Board of Directors are:

<u>NAME</u>	<u>OFFICE</u>
Rev. Msgr. William Hennessy	President
Rev. Msgr. John J. Vaughan	Vice-President
Rev. Msgr. John J. Vaughan	Treasurer
Reverend Jose M. Paz	Secretary

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

ARTICLE VII  
BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three directors initially. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws but shall never be less than three. The Member of this corporation shall appoint the Directors. The Member may remove any and all of the Directors from the Board, with or without cause and at any such time as he may determine in his sole discretion.

The names and addresses of the persons who are to serve as directors for the ensuing years, or until the first annual meeting of the corporation are:

The Most Reverend John C. Favalora  
Archbishop of the Archdiocese of Miami  
9401 Biscayne Boulevard  
Miami, Florida 33138

Rev. Msgr. William Hennessy  
Vicar General of the Archdiocese of Miami  
9401 Biscayne Boulevard  
Miami Shores, Florida 33138

Rev. Msgr. John J. Vaughan  
Vicar of Temporalities of the Archdiocese of Miami  
9401 Biscayne Boulevard  
Miami Shores, FL 33138

Reverend Jose M. Paz  
2987 W. Flagler Street  
Miami, Florida 33125

ARTICLE IX  
BYLAWS

The Member of this corporation shall adopt the Bylaws for the conduct of the Corporation's business and the carrying out of its purposes as he may deem necessary.

The Bylaws may be amended, altered or rescinded by the Member of this corporation at any regular meeting or special meeting called for that purpose.

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ARTICLE X  
AMENDMENTS

These Articles of Incorporation may be amended by the Member of this corporation at any regular or special meeting called by the Member for that purpose.

ARTICLE XI  
CONDUCT OF AFFAIRS

The business and affairs of the Corporation shall be conducted in a manner consistent with the code of Canon Law, the religious directives of the Archdiocese of Miami, all applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and Bylaws of this corporation.

ARTICLE XII  
LIMITATIONS ON ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation. No substantial part of the activities of the corporation shall be the carrying on propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate or public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income tax under section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII  
DISTRIBUTION OF ASSETS UPON DISSOLUTION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations selected by the Member which have qualified for exemption under Section 501 (c)(3) of the Internal Revenue code and none of assets will be distributed to any member or director of this corporation, provided, however, that the corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not-for-profit corporate member described in Section 501 (c)(3) of the code.

ARTICLE XIV  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 110 Merrick Way, Suite 3-B, Coral Gables, Florida, 33134, and the name of the initial registered agent of this corporation at the address is J. Patrick Fitzgerald, Esquire.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 4<sup>th</sup> day of April, 2003, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

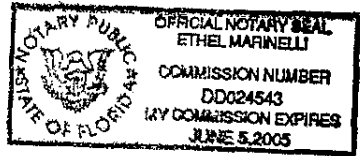
John C. Favalora  
The Most Reverend John C. Favalora, as  
Archbishop of the Archdiocese of Miami,  
his successors in office

STATE OF FLORIDA                    )  
  )  
COUNTY OF MIAMI-DADE        )     SS:     

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of April, 2003, by The Most Reverend John C. Favalora, as Archbishop of the Archdiocese of Miami, his successors in office, on behalf of the Corporation. (Check One)  He is personally known to me or  He has produced \_\_\_\_\_ as identification.

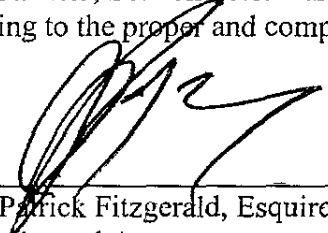
Ethel Marinelli  
NOTARY PUBLIC-STATE OF FLORIDA,  
At Large  
Print, type or stamp Notary name:

My Commission Expires: June 5, 2005



ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for Stella Maris Seamen Center, Inc., a Florida not for profit corporation (the "Corporation") at 110 Merrick Way, Suite 3-B, Coral Gables, Florida, 33143, I hereby agree to act in this capacity. I am familiar with and accept the obligations of Section 617.0503 Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

  
\_\_\_\_\_  
J. Patrick Fitzgerald, Esquire  
Registered Agent

MGR/cg/1-464/ART-OF-INCORPORATION  
Final 4/1/03

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03 APR - 9 AM 9: 58  
SECRETARY OF STATE  
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